

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
)	Chapter 11
In re:)	
)	Case Nos.: 01-1139 through 01-1200
W.R. GRACE & CO., et al.,)	(Jointly Administered)
)	
Debtor.)	
)	
)	
)	
	X	

ORDER

The Motion of GE Capital Corporation ("GE Capital") for an Order Compelling Assumption or Rejection of Unexpired Lease and for Post-Petition Lease Payments (the "Motion") having been filed with this Court, it appearing that due and proper notice having been given to all interested parties in this case,

IT IS HEREBY ORDERED as follows:

1. The Motion is granted.
2. Debtors must either assume or reject certain Unexpired Lease Agreements (the "Leases"), dated June 26, 2000 and January 29, 1998, copies of which are attached to the Motion, within thirty (30) days.
3. Debtors are required to make all past post-petition rental payments to GE Capital within ten (10) days and all future post-petition rental payments under the Leases to GE Capital until the Leases are either rejected or assumed.
4. In the event the Leases are rejected, the automatic stay of 11 U.S.C. §362 is hereby terminated as to GE Capital with respect to GE Capital's interest in the equipment (the "Equipment") subject to the Leases.

5. In the event the Leases are rejected, GE Capital is hereby authorized to do any and all acts necessary and/or proper to enforce its rights with respect to the Equipment, including, but not limited to, taking possession of the Equipment, selling the same, and applying the proceeds of sale of the Equipment to the obligations owing to GE Capital.

6. This Order is binding upon the Debtors and upon any trustee appointed in this case or in any converted case.

Dated: _____, 2002

UNITED STATES BANKRUPTCY JUDGE